Directors' report and accounts

31 January 2006

Company No: 848723



Directors' report

The directors have pleasure in submitting their report and accounts for the year ended 31 January 2006.

Principal activity and business review

The company has not traded during the year.

Directors

The directors who held office during the year were:

N S Yewdall C S S Kershaw

None of the directors had any interest in the share capital of the company at any time during the year.

The beneficial interests of each director in the shares of the ultimate parent company are shown below:

| | Beltpacker plc | |
|--|--------------------|--------------------|
| | 31 January 2006 | 31 January 2005 |
| N S Yewdall O Ordinary Shares of £1 each | 385,608 | 385,608 |
| C S S Kershaw B Ordinary Shares of £1 each | 80,000 | 80,000 |

In accordance with Section 252 and Section 366 (A) (1) of the Companies Act 1985, written elective resolutions have been passed dispensing with the laying of accounts and reports at general meetings (2 December 1998), and the holding of Annual General Meetings (2 December 1998).

By order of the Board

C S S Kershaw Secretary

Keighley West Yorkshire BD21 3BB

27 March 2006

Balance Sheet at 31 January 2006

| | Note | 2006 £'000 | 2005 £'000 |
|--|--------|---------------|---------------|
| Fixed assets Investments | 2 | 1 | 1 |
| Creditors: amounts falling due within one year Amounts owed to group undertakings | | (471) | (471) |
| | | (470) | (470) |
| | | ==== | |
| Capital and reserves | | | |
| Called up share capital Profit and loss account | 3 4 | - (470) | - (470) |
| Equity shareholders' funds | | (470) | (470) |
| | | | |

For the year ended 31 January 2006 the company was entitled to exemption under section 249 AA(1) of the Companies Act 1985. No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- a) Ensuring the company keeps accounting records which comply with section 221, and
- b) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit or loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Signed on behalf of the Board by:

N S Yewdall

Director

Notes to the Accounts

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The accounts have been prepared in accordance with applicable UK accounting standards under the historical cost convention.

The company's ultimate parent undertaking, Beltpacker plc, has confirmed its policy of providing continuing financial support to the company and on the strength of this assurance the financial statements have been prepared on the basis of a going concern.

Shares in subsidiary undertakings

Shares in subsidiaries are stated in the balance sheet at cost less provision for any impairment in value.

| | | 2006 £'000 | 2005 £'000 |
|----|--|---------------|---------------|
| 2. | Investments | | |
| | Shares in subsidiary undertaking at cost | 1 | I |
| | | | |

This represents the cost of shares in Nutricare Limited, a wholly owned subsidiary company incorporated in Great Britain and registered in England and Wales, which is non trading.

Group accounts have not been prepared, as the company is a wholly owned subsidiary of Peter Black Holdings Limited.

| 3. | Called up Share Capital | 2006 £ | 2005 £ |
|----|---|-----------|-----------|
| | Authorised: 1,000 ordinary shares of £1 each | 1,000 | 1,000 |
| | Allotted, called up and fully paid: 100 ordinary shares of £1 each | 100 | 100 |

Notes to the Accounts (continued)

4. Profit and Loss Account

The company has not traded during the year, has received no income and incurred no expenditure, and consequently has made neither profit nor loss.

5. Ultimate Parent Company

The company's ultimate parent is Beltpacker plc, and its immediate parent is Peter Black Holdings Limited, both companies are incorporated in Great Britain and registered in England and Wales.

6. Accounts

The accounts were approved by the Board on 27 March 2006.